

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT
CORPORATION and LAW DEBENTURE
TRUST COMPANY OF NEW YORK,

Plaintiffs,

v.

NORTHWESTERN CORPORATION,

Defendant.

C.A. No. 04-1494 (JJF)

MAGTEN ASSET MANAGEMENT CORP.,

Plaintiff,

v.

MIKE J. HANSON and ERNIE J. KINDT,

Defendants.

C.A. No. 05-499 (JJF)

**JOINT MOTION OF DEFENDANTS NORTHWESTERN CORPORATION,
MICHAEL J. HANSON AND ERNIE J. KINDT FOR A PROTECTIVE ORDER
PURSUANT TO FED .R. CIV. P. 26(C) AND LOCAL RULE 30.2**

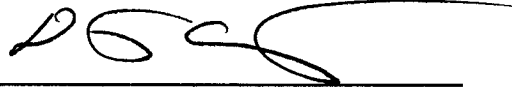
Defendants NorthWestern Corporation (“NorthWestern”), Michael J. Hanson and Ernie J. Kindt (collectively the “Defendants”) by and through their counsel, hereby submits their joint motion, pursuant to Rule 26(c) of the Federal Rules of Civil Procedure and Local Rule 30.2;

(i) for an order that the depositions of the Defendants, and any other directors, officers or employees of NorthWestern shall take place in Sioux Falls, South Dakota and (ii) that neither the

Defendants nor any director, officer or employee of NorthWestern shall be deposed on more than one day.

Dated: April 19, 2007

GREENBERG TRAURIG LLP



Victoria W. Counihan (I.D. No. 3488)
Dennis A. Meloro (I.D. No. 4435)
The Nemours Building
1007 North Orange Street, Suite 1200
Wilmington, DE 19801
Tel: (302) 661-7000
Fax: (302) 661-7360

and

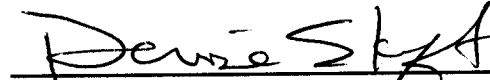
**CURTIS, MALLET-PREVOST, COLT &
MOSLE LLP**

Joseph D. Pizzurro
Steven J. Reisman
Nancy E. Delaney
101 Park Avenue
New York, NY 10178
Tel: (212) 696-6000
Fax: (212) 697-1559

Co-Counsel for Defendant NorthWestern
Corporation

Dated: April 19, 2007

**EDWARDS ANGELL PALMER &
DODGE LLP**



Denise Seastone Kraft (No. 2778)

919 North Market Street

15th Floor

Wilmington, DE 19801

Telephone: (302) 425-7106

and

Stanley T. Kaleczyc

Kimberly A. Beatty

**BROWNING, KALECZYC, BERRY &
HOVEN, P.C.**

139 North Last Chance Gulch

P.O. Box 1697

Helena, Mt 59624

Telephone: (406) 443-6820

Counsel to Michael J. Hanson And Ernie J.
Kindt

CERTIFICATION PURSUANT TO FRCP 26(c) AND LOCAL RULE 7.1.

The undersigned attorney hereby certifies, pursuant to Federal Rule of Civil Procedure 26(c) and D. Del.LR 7.1.1 , that movant NorthWestern Corporation has made reasonable efforts to reach agreement with opposing counsel on the matters set forth in the Motion to no avail. Evidence of this impasse may be found in the Affidavit of Joseph D. Pizzurro and Exhibits thereto, filed contemporaneously herewith.

Dated: April 19, 2007

A handwritten signature in black ink, appearing to read 'DGM', is written above a horizontal line.

Dennis A. Meloro (No. 4435)

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT)	
CORPORATION and LAW DEBENTURE)	
TRUST COMPANY OF NEW YORK,)	
)	
Plaintiffs,)	
)	
v.)	C.A. No. 04-1494 (JJF)
)	
NORTHWESTERN CORPORATION,)	
)	
Defendant.)	
<hr/>		
MAGTEN ASSET MANAGEMENT CORP.,)	
)	
Plaintiff,)	
)	
v.)	C.A. No. 05-499 (JJF)
)	
MIKE J. HANSON and ERNIE J. KINDT,)	
)	
Defendants.)	

CERTIFICATE OF SERVICE

I, Dennis A. Meloro, being duly sworn according to law, deposes and says that I am employed by Greenberg Traurig, LLP, which is counsel for the NorthWestern Corporation, and that on the 19th of April 2007, I caused to be served copies of following upon the parties listed below via Electronic Mail, Hand Delivery upon Local Counsel and via First Class, United States Mail upon the remaining parties.

- Joint Motion of Defendants Northwestern Corporation, Michael J. Hanson and Ernie J. Kindt For A Protective Order Pursuant to Fed .R. Civ. P. 26(C) and Local Rule 30.2
- Memorandum of Law of Defendants Northwestern Corporation, Michael J. Hanson And Ernie J. Kindt In Support of Their Joint Motion For A Protective Order
- Affidavit of Joseph D. Pizzurro, Esq.

Dale Dube, Esq. David Carickhoff, Esq. Blank Rome LLP 1201 Market Street, Suite 800 Wilmington DE 19801 (Magten)	Bonnie Steingart, Esq. Gary L. Kaplan, Esq. Fried Frank Harris Shriver & Jacobson LLP One New York Plaza New York NY 10004 (Magten)
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<p>Kathleen M. Miller, Esquire Smith Katzenstein & Furlow LLP 800 Delaware Avenue, 7th Floor Wilmington, DE 19801 (Law Debenture)</p>	<p>John V. Snellings, Esq. Amanda Darwin, Esq. Nixon & Peabody LLP 100 Summer Street Boston, Massachusetts 02100 (Law Debenture)</p>
<p>Neil Glassman, Esq. Charlene Davis, Esq. Eric Suttly, Esq. The Bayard Firm 222 Delaware Avenue, Suite 900 Wilmington DE 19801 (NW Plan Committee)</p>	<p>Alan Kornberg, Esq. Margaret Phillips, Esq. Ephraim Diamond, Esq. Paul Weiss Rifkind Wharton & Garrison LLP 1285 Avenue of the Americas New York NY 10019 (NW Plan Committee)</p>
<p>Stanley T. Kaleczyc Kimberly A. Beatty Browning, Kaleczyc, Berry & Hoven, P.C. 139 North Last Chance Gulch P.O. Box 1697 Helena, Mt 59624 (M Hanson/E Kindt)</p>	<p>Denise Seastone Kraft Edwards Angell Palmer & Dodge LLP 919 North Market Street, 15th Floor Wilmington, DE 19801 (M Hanson/E Kindt)</p>

Date: April 19, 2007

GREENBERG TRAURIG, LLP



Dennis A. Meloro (No. 4435)
The Nemours Building
1007 North Orange Street, Suite 1200
Wilmington, DE 19801
Telephone: 302-661-7000